



C O R P O R A T I O N S E R V I C E C O M P A N Y

RECORDATION NO. 25190-1 FILED

MAR 17 '06

3-36 PM

SURFACE TRANSPORTATION BOARD

March 16, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 151307-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 11, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **UNION PACIFIC RAILROAD COMPANY**
1400 Douglas Street, Stop 0780 Omaha, NE 68179

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNION PACIFIC RAILROAD COMPANY** covering 200 hopper cars with reporting marks and numbers - CHTT200700 - CHTT200899 - INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25190 dated 09/15/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of Nov, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with an address at 1400 Douglas Street, Stop 0780, Omaha, Nebraska 68179 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of July 9, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on September 15, 2004 as Recordation Number 25190.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

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By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson
Name:
Title: Karen A. Watson
General Director-
Mechanical Purchasing

Schedule A

Number of Cars	Equipment Description								
200	3,250 C.F. covered hopper car with gravity gates and round hatches								
1	CHTT	200700	53	CHTT	200752	105	CHTT	200804	
2	CHTT	200701	54	CHTT	200753	106	CHTT	200805	
3	CHTT	200702	55	CHTT	200754	107	CHTT	200806	
4	CHTT	200703	56	CHTT	200755	108	CHTT	200807	
5	CHTT	200704	57	CHTT	200756	109	CHTT	200808	
6	CHTT	200705	58	CHTT	200757	110	CHTT	200809	
7	CHTT	200706	59	CHTT	200758	111	CHTT	200810	
8	CHTT	200707	60	CHTT	200759	112	CHTT	200811	
9	CHTT	200708	61	CHTT	200760	113	CHTT	200812	
10	CHTT	200709	62	CHTT	200761	114	CHTT	200813	
11	CHTT	200710	63	CHTT	200762	115	CHTT	200814	
12	CHTT	200711	64	CHTT	200763	116	CHTT	200815	
13	CHTT	200712	65	CHTT	200764	117	CHTT	200816	
14	CHTT	200713	66	CHTT	200765	118	CHTT	200817	
15	CHTT	200714	67	CHTT	200766	119	CHTT	200818	
16	CHTT	200715	68	CHTT	200767	120	CHTT	200819	
17	CHTT	200716	69	CHTT	200768	121	CHTT	200820	
18	CHTT	200717	70	CHTT	200769	122	CHTT	200821	
19	CHTT	200718	71	CHTT	200770	123	CHTT	200822	
20	CHTT	200719	72	CHTT	200771	124	CHTT	200823	
21	CHTT	200720	73	CHTT	200772	125	CHTT	200824	
22	CHTT	200721	74	CHTT	200773	126	CHTT	200825	
23	CHTT	200722	75	CHTT	200774	127	CHTT	200826	
24	CHTT	200723	76	CHTT	200775	128	CHTT	200827	
25	CHTT	200724	77	CHTT	200776	129	CHTT	200828	
26	CHTT	200725	78	CHTT	200777	130	CHTT	200829	
27	CHTT	200726	79	CHTT	200778	131	CHTT	200830	
28	CHTT	200727	80	CHTT	200779	132	CHTT	200831	
29	CHTT	200728	81	CHTT	200780	133	CHTT	200832	
30	CHTT	200729	82	CHTT	200781	134	CHTT	200833	
31	CHTT	200730	83	CHTT	200782	135	CHTT	200834	
32	CHTT	200731	84	CHTT	200783	136	CHTT	200835	
33	CHTT	200732	85	CHTT	200784	137	CHTT	200836	
34	CHTT	200733	86	CHTT	200785	138	CHTT	200837	
35	CHTT	200734	87	CHTT	200786	139	CHTT	200838	
36	CHTT	200735	88	CHTT	200787	140	CHTT	200839	
37	CHTT	200736	89	CHTT	200788	141	CHTT	200840	
38	CHTT	200737	90	CHTT	200789	142	CHTT	200841	
39	CHTT	200738	91	CHTT	200790	143	CHTT	200842	
40	CHTT	200739	92	CHTT	200791	144	CHTT	200843	
41	CHTT	200740	93	CHTT	200792	145	CHTT	200844	
42	CHTT	200741	94	CHTT	200793	146	CHTT	200845	
43	CHTT	200742	95	CHTT	200794	147	CHTT	200846	
44	CHTT	200743	96	CHTT	200795	148	CHTT	200847	
45	CHTT	200744	97	CHTT	200796	149	CHTT	200848	
46	CHTT	200745	98	CHTT	200797	150	CHTT	200849	
47	CHTT	200746	99	CHTT	200798	151	CHTT	200850	
48	CHTT	200747	100	CHTT	200799	152	CHTT	200851	
49	CHTT	200748	101	CHTT	200800	153	CHTT	200852	
50	CHTT	200749	102	CHTT	200801	154	CHTT	200853	
51	CHTT	200750	103	CHTT	200802	155	CHTT	200854	
52	CHTT	200751	104	CHTT	200803	156	CHTT	200855	

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
200	3,250 C.F. covered hopper car with gravity gates and round hatches	
157	CHTT	200856
158	CHTT	200857
159	CHTT	200858
160	CHTT	200859
161	CHTT	200860
162	CHTT	200861
163	CHTT	200862
164	CHTT	200863
165	CHTT	200864
166	CHTT	200865
167	CHTT	200866
168	CHTT	200867
169	CHTT	200868
170	CHTT	200869
171	CHTT	200870
172	CHTT	200871
173	CHTT	200872
174	CHTT	200873
175	CHTT	200874
176	CHTT	200875
177	CHTT	200876
178	CHTT	200877
179	CHTT	200878
180	CHTT	200879
181	CHTT	200880
182	CHTT	200881
183	CHTT	200882
184	CHTT	200883
185	CHTT	200884
186	CHTT	200885
187	CHTT	200886
188	CHTT	200887
189	CHTT	200888
190	CHTT	200889
191	CHTT	200890
192	CHTT	200891
193	CHTT	200892
194	CHTT	200893
195	CHTT	200894
196	CHTT	200895
197	CHTT	200896
198	CHTT	200897
199	CHTT	200898
200	CHTT	200899